

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Rubin Marc R</u> (Last) (First) (Middle) <u>C/O MEDICINE MAN TECHNOLOGIES, INC.</u> <u>4880 HAVANA ST., STE. 201</u> (Street) <u>DENVER CO 80239</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Medicine Man Technologies, Inc. [SHWZ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/30/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series A Cumulative Convertible Preferred Stock	\$1.2 ⁽¹⁾	11/30/2022		P		4,000		(2)	(2)	Common Stock	3,879,200 ⁽³⁾	\$1,000	29,350	I	See Footnotes ⁽⁴⁾⁽⁵⁾
Right to Buy Series A Cumulative Convertible Preferred Stock	\$1.2 ⁽¹⁾	11/30/2022		P		10,390		(2)	(2)	Common Stock	10,076,222 ⁽³⁾	\$1,000	39,740	I	See Footnotes ⁽⁶⁾⁽⁷⁾

Explanation of Responses:

- Subject to adjustment, as described in the Certificate of Designation of Series A Cumulative Convertible Preferred Stock (the "Certificate of Designation") of Medicine Man Technologies, Inc. (the "Company").
- The shares of Series A Cumulative Convertible Preferred Stock (the "Series A Preferred Shares") are convertible into shares of the Company's common stock (the "Common Shares") upon the events specified in the Certificate of Designation. The Series A Preferred Shares have no expiration date.
- Represents the number of Common Shares issuable upon conversion of the Series A Preferred Shares on the date of the reported transaction. Each Series A Preferred Share shall be convertible into that number of Common Shares equal to the preference amount (initially \$1,000) plus any accrued dividends with respect to such share, divided by the conversion price (initially \$1.20), subject to adjustment as set forth in the Certificate of Designation. The Series A Preferred Shares earn a cumulative dividend of 8% per annum.
- CRW Capital Holdings II, LLC (the "Holder") is the record holder of the reported shares. Marc Rubin is a manager of CRW Capital, LLC, which is the sole manager of the Holder. Each of Mr. Rubin and CRW Capital, LLC disclaims beneficial ownership of the reported shares except to the extent of his or its pecuniary interest therein.
- Pursuant to that certain Preferred Stock Secondary Purchase Agreement dated as of November 23, 2022 (the "Purchase Agreement") by and among the Holder and those certain sellers named therein (the "Sellers"), the Holder agreed to purchase these certain shares of Series A Preferred Shares at an initial closing occurring as of November 30, 2022 (the "Initial Closing").
- Pursuant to the Purchase Agreement, the Holder acquired the right to purchase such Series A Preferred Shares for a period of up to one hundred and eighty (180) days after the date of the Initial Closing.
- The Holder is the holder of a right to buy the reported shares. Marc Rubin is a manager of CRW Capital, LLC, which is the sole manager of the Holder. Each of Mr. Rubin and CRW Capital, LLC disclaims beneficial ownership of the reported shares except to the extent of his or its pecuniary interest therein.

/s/ Daniel R. Pabon attorney in fact for Marc R. Rubin 12/02/2022

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.